

Enhanced White Pages means optional features available for White Pages Directory listings (e.g., bold, all capitals, additional line of text, indented).

E911 Service is as described in Attachment 15.

Exchange is the geographic territory delineated as an exchange area for SWBT by official commission boundary maps.

Exchange Access is defined in the Act.

Exchange Services are two-way switched voice-grade telecommunications services with access to the public switched network which originate and terminate within an exchange.

FCC means the Federal Communications Commission.

Feature Group A (FGA) Switched Access Service includes all facilities and services rendered in furnishing FGA access service, both in Extended Area Service (optional calling area) areas and non-optional calling area (i.e., LATA wide terminations) in accordance with the schedule of charges, regulations terms and conditions stated in the interstate or intrastate access service tariffs of the Parties of this Agreement. FGA Access, which is available to all customers, provides line side access to CTU end office switches with an associated 7-digit local telephone number for customer's use in originating and terminating communications to an Interexchange Carrier's Service.

Fiber-Meet as described in Attachment 11.

HDSL or High-Bit Digital Subscribe Line means a transmission technology which transmits up to a DS1-level signal, using any one for the following line codes: Binary/1 Quaternary (2B1Q), Carrierless AM/PM, Discrete Multitone (DMT), or 3 Binary/1 Octel (3B1O).

Interconnection is as described in the Act and refers to the connection of separate pieces of equipment, facilities, or platforms between or within networks for the purpose of transmission and routing to Telephone Exchange Service traffic and Exchange Access traffic.

Interconnection Activation Date is the date that the construction of the joint facility Interconnection arrangement has been completed, trunk groups have been established, and joint trunk testing is completed.

Interconnection Agreement means that agreement between the Parties entitled Interconnection Agreement Under Sections 251 and 252 of the Telecommunications Act of 1996.

Interexchange Carrier or IXC means a telecommunications service provider that provides long distance communications services between LATAs and authorized by the Commission to provide long distance communications services.

Interim Number Portability (INP) has the meaning set forth in Attachment 14.

InterLATA is as defined in the Act.

IntraLATA Interconnection Trunks/Trunk Groups has the meaning set forth in Attachment 11.

IntraLATA InterexchangeTraffic or IntraLATA Toll Traffic means those intraLATA station calls that are not defined as Local traffic in this Agreement.

ISDN means Integrated Services Digital Network, a switched network service providing end-to-end digital connectivity for the simultaneous transmission of voice and data. Basic Rate Interface-ISDN (BRI-ISDN) provides for digital transmission of two 64-Kbps bearer channels and one 16-Kbps data channel (2B+D). Primary Rate Interface-ISDN (PRI-ISDN) provides for digital transmission of twenty-three (23) 64-Kbps bearer channels and one 16-Kbps data channel (23 B+D).

Line Information Data Base(s) (LIDB) as described in Attachment 6.

Local Access and Transport Area or LATA is as defined in the Act.

Local Exchange Routing Guide (LERG) means Bellcore reference customarily used to identify NPA-NXX routing and homing information, as well as, other information related to equipment and facilities.

Local Number Portability or LNP is a service arrangement whereby an end user, who switches subscription for Exchange Services from one provider to another, is permitted to retain for its use, the existing assigned number provided that the end user remains at the same location.

Local Exchange Carrier or LEC means the incumbent carrier that provides facility-based Exchange Services which has universal-service and carrier-of-last-resort obligations.

Local Service Provider or LSP is a non-incumbent carrier which has obtained the certification and authority necessary to provide Exchange Services.

Local Service Request (LSR) means an industry standard form used by the Parties to add, establish, change or disconnect trunks, circuits and/or facilities associated with unbundled Network Elements.

Local Switching has the meaning set forth in Attachment 6.

Local Traffic as defined in Attachment 12.

A Loop or an unbundled Loop has the meaning set forth in Attachment 6.

Loss is as defined in the Interconnection Agreement.

Main Distribution Frame or MDF means the distribution frame of the Party providing the Loop used to interconnect cable pairs and line and trunk equipment terminals on a switching system.

Mandatory EAS, as used in this Agreement, refers to extended area service that local exchange carriers are required by regulatory authorities to provide that enlarges a flat-rate local calling scope.

MECAB refers to the Multiple Exchange Carrier Access Billing (MECAB) document prepared by the Billing Committee of the Ordering and Billing Forum (OBF), which functions under the auspices of the Carrier Liaison Committee (CLC) of the Alliance for Telecommunications Industry Solutions (ATIS). The MECAB document, published by Bellcore as Special Report SR-BDS-000983, contains the recommended guidelines for the billing of access services provided to an IXC by two or more LECs, or by one LEC in two or more states with a single LATA. The latest release is issue No. 5, dated June 1994.

MECOD refers to the Multiple Exchange Carriers Ordain and Design (MECOD) Guidelines for Access Services - Industry Support Interface, a document developed by the Ordering/Provisioning Committee of the Ordering and Billing Forum (OBF), which functions under the auspices of the Carrier Liaison Committee (CLC) of the Alliance for Telecommunications Industry Solutions (ATIS). The MECOD document, published by Bellcore as Special Report SR STS-002643, establishes methods for processing orders for *access service* which is to be provided to an IXC by two or more telecommunications providers. The latest release is issue No. 3, dated February 1996.

Meet-Point Billing or MPB refers to a billing arrangement whereby two or more telecommunications providers jointly provide the transport element of a switched access service to an IXC, with each LEC receiving a appropriate share of the transport element revenues as defined by their effective access tariffs.

Metropolitan Exchange Area: means a geographical area defined in SWBT current tariffs effective June 1996 as a metropolitan exchange local calling area. For example, Dallas, Ft. Worth, San Antonio, Austin, and Corpus Christi are each separate Metropolitan Exchange Areas.

Mobile Telephone Switching Office (MTSO) is as defined in Appendix Cellular.

Network Element as defined in the Act.

911 Service as described in Attachment 15.

North American Numbering Plan or NANP means the system of telephone numbering employed in the United States, Canada, and certain Caribbean countries.

Number Plan Area or NPA is also called an area code. An NPA is the 3-digit code that occupies the A, B, and C positions in the 10-digit NANP format that applies throughout World Zone 1. NPAs are of the form NXX, where N represents the digits 2-9 and X presents any digit 0-9. In the NANP, NPAs are classified as either geographic or non-geographic.

- a) Geographic NPAs are NPAs that correspond to discrete geographic areas within World Zone 1.
- b) Non-geographic NPAs are NPAs that do not correspond to discrete geographic areas, but which are instead assigned for services with attributes, functionalities, or requirements that transcend specific geographic boundaries. The common examples are NPAs in the N00 format; e.g., 800.

Number Portability is as defined in the Act.

NXX, NXX Code, Central Office Code, or CO Code is the 3-digit switch indicator that is defined by the D, E, and F digits of a 10-digit telephone number within the North American Numbering Plan (NANP). Each NXX Code contains 10,000 station numbers.

OBF means the Ordering and Billing Forum (OBF), which functions under the auspices of the Carrier Liaison Committee (CLC) of the Alliance for Telecommunications Industry Solutions (ATIS).

Operating Company Number (OCN) means the nationally recognized company code set forth in Bellcore's LERG that will be used as the official identification code for each company that provides local exchange telephone service.

Optional Calling Area (OCA) minutes means the minutes that are comprised of both IntraLATA toll minutes and optional calling plan minutes originating from SWBT customers residing in the existing SWBT Optional Calling Areas.

Parties means Sprint and SWBT.

Permanent Number Portability (PNP) is the long-term number portability solution.

Public Safety Answering Point (PSAP) as described in Attachment 15.

Real Time means the actual time in which an event takes place, with the reporting on or the recording of the event practically simultaneous with its occurrence.

Recipient means that party to this Agreement to which Confidential Information has been disclosed by the other party.

Reciprocal Compensation is as described in the Act and refers to the payment arrangements for the transport and termination of telecommunications originating on one Party's network and terminating on the other Party's network.

Recorded Usage Data has the meaning set forth in Attachment 7.

Service Control Point (SCP) as described in Attachment 6.

Service Point as described in Attachment 6.

Service Switching Point (SSP) or Service Switching Port (SSP) as described in Attachment 6.

Signaling System 7 (SS7) as described in Attachment 6.

Signaling Transfer Point (STP) as described in Attachment 6.

Sprint has the meaning set forth in the preamble.

Sprint Customer means any business or residential customer for Sprint services.

SWBT has the meaning set forth in the preface.

Switch Port as described in Attachment 6.

Switched Exchange Access Service means the offering of transmission or switching services to telecommunications carriers for the purpose of the origination or termination of Telephone Toll Service. Switched Exchange Access Services include, but are not necessarily limited to: Feature Group A, Feature Group B, Feature Group D, 800/888 access, and 900 access and their successors or similar Switched Exchange Access services.

Synchronous Optical Network or SONET means an optical interface standard that allows inter-networking of transmission products from multiple vendors. The base rate is 51.84 Mbps (OC-1/STS-1) and higher rates are direct multiples of the base rate up to 13.22 Gpbs.

Technically Feasible is as described in the Act.

Technically Feasible Point is as described in the Act.

Telecommunications is as defined in the Act.

Telecommunications Act means the Telecommunications Act of 1996 and any effective rules and regulations promulgated thereunder.

Telecommunication Carrier is as defined in the Act.

Telecommunications Service is as defined in the Act.

Telecommunications Exchange Service is as defined in the Act.

Telephone Relay Service as described in Appendix Services/Pricing.

Terminating Local Minutes of Use (MOU) means the terminating of local conversation minutes.

Thousands Block of Numbers shall mean 1000 or more consecutive numbers beginning and ending on a digit boundary, e.g., 949-1000 to 949-1999.

Through-Put or Transit as described in Attachment 12.

Undefined terms The Parties acknowledge that terms may appear in this Agreement that are not defined and agree that any such terms shall be construed in accordance with their customary usage in the telecommunications industry as of the effective date of this Agreement.

Wire Center means an occupied structure or portion thereof in which a Party has the exclusive right of occupancy and which serves as a Routing Point for Switched Exchange Access Service.

2-Wire Analog Loop as described in Attachment 6.

2-Wire Digital Loop as described in Attachment 6. **4-Wire Digital Loop** as described in Attachment 6.

Attachment 27: ACRONYMS

AAA	American Arbitration Association
AABS	Automated Alternate Billing Service
ABSBH	Average Busy Season Busy Hour
AC	Access Tandem
ACH	Automatic Clearinghouse
A/D	Analog to Digital
ADSL	Asymmetrical Digital Subscriber Line
AIN	Advanced Intelligent Network
ALEC	Alternate Local Exchange Carrier
ALI	Automatic Location Identification
ALI/DMS	Automatic Location Identification/Location Information Database
AMA	Automated Message Accounting
ANI	Automatic Number Identification
ANSI	American National Standards Institute
ANSIT	American National Standard for Telecommunications
ARPM	Average Revenue Per Message
ASN	AT&T Switched Network
AT	Access Tandem
ATIS	Alliance for Telecom Industry Solutions
ATM	Asynchronous Transfer Mode
B&C	Billing and Collection

BACR	Billing Account Cross Reference
BAN	Billing Account Number
BAR	Billing Account Reference
BDT	Billing Data Tape
BELLCORE	Bell Communications Research
BICI	Broadband Inter-Carrier Interface
BITS	Building Integrated Timing Supply
BLV/EI	Busy Line Verification/Emergency Interrupt
BOC	Bell Operating Company
BRCS	Business and Residential Customer Service
BRI	Basic Rate Interface
C	Change
C	Network Element Combination
C-DTTA	Combination of Dedicated Transport and Tandem
C-LPLS	Combination of Loop and Local Switching
C-LSCTSSDBTS	Combination of: Local Switching, Common Transport, Signaling Databases and Tandem Switching
CABS	Carrier Access Billing System
CAMA-ANI	Centralized Automatic Message Accounting - Automatic Number Identification
CAP	Competitive Access Provider
CATV	Cable Television
CCITT	Consultative Committee on International Telegraph and Telephone

CCL	Carrier Common Line
CCS	Common Channel Signaling
CCS	Communications Channel Signaling
CCSNIS	Common Channel Signaling Network Interface Specification
CEV	Controlled Environmental Vault
CGSA	Cellular Geographic Service Area
CH	Clearinghouse
CI	Customer Interface
CIC	Carrier Identification Code
CLASS	Custom Local Area Signaling Services
CLC	Carrier Identification Code
CLEC	Competitive Local Exchange Carriers
CLLI	Common Language Location Identifier
CMC	Cellular Mobile Carrier
CMDS	Centralized Message Distribution System
CMIP	Coded Mark Inversion Protocol
CNAM	Caller Name Delivery
CNSC	Customer Network Service Center
CO	Central Office
COPTS	Customer Owned Pay Telephone Services
CPE	Customer Premises Equipment
CPN	Calling Party Number
CRDD	Customer Requested Due Dates

CSB	Customer Service Bureau
CSR	Customer Service Record
CT	Common Transport
CY	Current Year
DA	Directory Assistance
DACC	Directory Assistance Call Completion
DACS	Digital Access Crossconnect System
DAL	Directory Assistance Listings
DB	Database
DBMS	Database Management System
DCC	Data Communications Channel
DCMS	Digital Circuit Multiplication Systems
DCS	Digital Cross-Connect System
DD	Due Date
DID	Direct Inward Dialing
DLC	Digital Loop Carrier
DLCI	Data Link Connection Identifier
DMOQ	Direct Measures of Quality
DN	Directory Numbers
DN-RI	Directory Number - Route Index
DS0	Digital Signal Level 0
DS-1	Digital Signal Level 1

DS-3	Digital Signal Level 3
DSI	Digital Speech Interpolation
DSN	Data Set Name
DSX	Digital Signal Cross-Connect
DT	Dedicated Transport
DTMF	Dual-Tone Multi Frequency
DTN	Destination Telephone Number
E	Network Element
E911	Expanded 911 or Enhanced 911
E & M	Ear and Mouth Signaling
E-LP	Element Loop
EAMF	Equal Access Multi-Frequency
EAS	Extended Area Service
EBCDIC	Extended Binary-Coded Decimal Interexchange Code
EBI	Electronic Bonding Interfaces
ECIC	Electronic Communication Implementation Committee
EDD	Envelope Delay Distortion
EDI	Electronic Data Interface
EFT	Electronic Fund Transfer
EGI	Electronic Gateway Interface
EI	Electronic Interface
EI	Emergency Interrupt
ELCS	Extended Local Calling Service

ELI	Emergency Line Interrupt
EMR	Exchange Message Record
EMS	Extended Metropolitan Service
EO	Electrical to Optical
EO	End Office
ERL	Echo Return Loss
ES	Errored Second
ESF	Extended Super Frame
ESL	Essential Service Line
ETTR	Electronic Time To Repair
FCC	Federal Communications Commission
FDDI	Fiber Distributed Data Interface
FDF	Fiber Distribution Frame
FDI	Feeder Distribution Interface
FGA	Feature Group A
FID	Field Identifier
FN	Fiber Node
FNPA	Foreign Numbering Plan Area
FOC	Firm Order Confirmation
FOT	Fiber Optic Terminal
FR	Frame Relay
FRF	Frame Relay Forum

FUNI	Framebased User to Network Interface
FX	Foreign Exchange
GR	Generic Requirement
GTT	Global Title Translation
HDBH	High-Day Busy Hour
HDSL	High-Bit Digital Subscribe Line
HDT	Host Digital Translation
HFC	Hybrid Fiber Coax
HFC-HDT	Hybrid Fiber Coax - Host Digital Terminal
HNPA	Home Numbering Plan Area
IBC	Initial Billing Company
ICB	Individual Case Basis
IC/M	Intelligent Loop Concentrator/Multiplexer
ID	Remote Identifiers
IDLC	Integrated Digital Loop Carrier
IEC(s)	Interexchange Carrier(s)
IEEE	Institute of Electrical and Electronics Engineers
IISP	Interim Interswitch Signaling Protocol
ILEC	Incumbent Local Exchange Company
IMD	Intermodulation Distortion
INA	Integrated Network Access
INP	Interim Number Portability
ISDN	Integrated Services Digital Network

ISDNUP	Integrated Services Digital Network User Part
ISNI	Intermediate Signaling Network Identification
ISO	International Standardization Organization
ISUP	Integrated Services User Part
ITR	Interconnection Trunking Requirements
ITU	International Telecommunications Union
IVMS	Interswitch Voice Messaging Service
IVS	Interactive Voice System
IXCs	Interexchange Carriers
LAN	Local Area Network
LARG	LIDB Access Routing Guide
LASS	Local Area Signaling Services
LATA	Local Access and Transport Area
LC	Loop Concentrator/Multiplexor
LCC	Line Class Code
LD	Loop Distribution
LEC	Local Exchange Company
LEC DA	LEC Directory Assistance
LEC SCE	LEC Service Creation Environment
LEC SCP	LEC Service Control Point
LEC SMS	LEC Service Management System
LEC SSP	LEC Service Switching Point

LF	Loop Feeder
LGX	Light Guide Interconnection
LIDB	Line Information Database
LMI	Local Management Interface
LNP	Local Number Portability
LOF	Loss of Frame
LOS	Loss of Signal
LP	Loop
LRECL	Logical Record Length
LRN	Local Routing Number
LS	Local Switching
LSO	Local Serving Office
LSP	Local Service Provider
LSPC	Local Service Provider Center
LSPSC	Local Service Provider Service Center
LSR	Local Service Request
LSSGR	LATA Switching Systems Generic Requirements
LT	Local Transport
MDF	Main Distribution Frame
MDU	Multiple Dwelling Unit
MDU/BCL	Multiple Dwelling Unit/Business Customer Location
MECAB	Multiple Exchange Carrier Access Billing
MECOD	Multiple Exchange Carriers Ordering and Design

MF	Multi-Frequency
MFJ	Modification of Final Judgment
MIB	Management Information Database
MLT	Mechanized Loop Tests
MOP	Methods of Procedure
MOS	Modified Operator Services
MOU	Minutes of Use
MPB	Meet Point Billing
MR	Modification Request
MRVT	MTP Routing Verification Test
MSA	Metropolitan Statistical Area
MSAG	Master Street and Address Guide
MSFI	MidSpan Fiber Interconnection
MTP	Message Transfer Port
MTS	Message Telephone Service
MTSO	Mobile Telephone Switching Office
MTTR	Mean Time to Repair
NEBS	Network Equipment-Building System
NEC	National Electrical Code
NECA	National Exchange Carrier Association
NENA	National Emergency Numbering Association
NI	Network Interface Device

NID	Network Interface Device
NIM	Network Interconnection Methods
NIP	Network Interconnection Point
NIU	Network Interface Unit
NMC	Network Management Center
NMS	Network Management System
NMSC	Network Management Service Center
NNI	Network to Network Interface
NPA	Numbering Plan Area
NSEP	National Security Emergency Procedures
NVT	Network Validation Test
OAM	Operation and Maintenance
OAM&P	Operations, Administration, Maintenance, and Provisioning
OBF	Ordering and Billing Forum
OC	Optical Carrier
OCA	Optional Calling Area
OCN	Operating Company Number
OC12	Optical Carrier Level 12
OC3	Optical Carrier level 3
OC48	Optical Carrier Level 48
ODS	Optical Distribution System
OLI	Originating Line Indicator
OMAP	Operations, Maintenance & Administration Part

OOF	Out-of-Frame
ORT	Operational Readiness Testing
OS	Operator Services
OSPS	Operator Services Position Systems
OSS	Operations Support System
OSSGR	Operator Services Systems Generic Requirements
PBX	Private Branch Exchange
PDD	Post Dial Delay
PDH	Plesiochronous Digital Hierarchy
PEC	Primary Exchange Carrier
PIC	Primary Interexchange Carrier
PLU	Percent Local Usage
PNP	Permanent Number Portability
POI	Point of Interface
POI	Points of Interconnection
POP	Point of Presence
POT	Point of Termination
POTS	Plain Old Telephone Service
PRA	Preliminary Rate Authority
PRI	Primary Rate Interface
PRI-ISDN	Primary Rate Interface - Integrated Service Digital Network
PSAP	Public Safety Answering Point

PSTN	Public Switched Telecommunications Network
PUC	Public Utilities Commission
RAO	Regional Accounting Office
RCF	Remote Call Forwarding
RECFM	Record Format
RF	Radio Frequency
RI	Route Index
RIC	Residual Interconnection Charges
RI-PH	Route Index - Portability Hub
ROW	Right of Way
RPC	Regional Processing Center
RSM	Remote Switch Modules
RT	Remote Terminal
SAG	Street Address Guide
SCCP	Supporting Signaling Connection Control Part
SCD	Signal Correlated Distortion
SCE	Service Creation Environment
SCE/SMS	Service Creation Environment and Service Management System
SCP	Service Control Point
SCPs	Signaling Control Points
SDH	Synchronous Digital Hierarchy
SECAB	Small Exchange Carrier Access Billing
SES	Severely Errored Second

SFE	Short Failure Event
SIG	Support Implementation Guide
SL	Signaling Link Transport
SLC	Subscriber Loop Carrier
SMDI-E	Standard Message Desk Interface - Enhanced
SMS	Service Management System
S/N	Signal-to-Noise
SNMP	Simple Network Management Protocol
SONET	Synchronous Optical Network
SP	Service Point
SPOC	Single Point of Contact
SPOI	Signaling Point of Interconnection
SR	Selective Routing
SR	Special Report
SRL	Singing Return Loss
SRVT	SCCP Routing Verification Test
SS	ss7 Message Transfer and Connection Control
SS7	Signaling System 7
SSP	Service Switching Point
STP	Signaling Transfer Point
STPS	Signaling Transfer Points
STS	Synchronous Transport Signal

SWF-DSI	Switched Functional DS1 Service Capability
Ts & Cs	Terms and Conditions
T&M	Time and Material
TA	Technical Advisory
TCAP	Transaction Capabilities Application Part
TCIF	Telecommunications Industry Forum
TCP/IP	Telecommunications Protocol/Internet Protocol
TCSI	Transaction Code Status Indicator
TDEV	Time Deviation
TDI	Tie Down Information
TESP	Technical Exhibit Settlement Procedures
TFRD	Trouble Report Format Definition
TIA/EI	Telecommunications Industries Association/Electronic Industries Association
TLN	Telephone Line-Based
TOPS	Traffic Operator Position System
TR	Technical Reference
TR	Technical Requirement
TRA	Telecommunications Resellers Association
TS	Tandem Switching
TSG	Trunk Sub-Group
TSGR	Transport Systems Generic Requirements
TSLRIC	Total Service Long Run Incremental Cost

TSP	Telecommunications Service Priority
UI	Unit Intervals
UNE	Unbundled Network Elements
UNI	User to Network Interface
USOC	Universal Service Order Code
V&H	Vertical and Horizontal
VB	Variable Block
VCI	Virtual Channel Identifier
VF	Voice Frequency
VG	Voice-Grade
VTAM	Virtual Telecommunications Access Method
VT1.5	Virtual Tributary 1.544 Megabits Per Second
WDM	Wavelength Division Multiplexed
WP	White Pages
WTN	Working Telephone Number
5ESS	No. 5 Electronic Switching System

INTERCONNECTION AGREEMENT

BETWEEN

SOUTHWESTERN BELL TELEPHONE COMPANY

AND

STERLING INTERNATIONAL FUNDING
D/B/A/ RECONEX

BEFORE THE CORPORATION COMMISSION OF THE STATE OF OKLAHOMA

FILED
DEC 20 1996

APPLICATION OF SOUTHWESTERN BELL
TELEPHONE COMPANY FOR APPROVAL OF
RESALE AGREEMENT WITH STERLING
INTERNATIONAL FUNDING D/B/A RECONEX
PURSUANT TO § 252(e) OF THE
TELECOMMUNICATIONS ACT OF 1996.

COURT CLERK'S OFFICE - OKC
CORPORATION COMMISSION
OF OKLAHOMA

000403

) CAUSE NO. PUD 96_____

**APPLICATION OF SOUTHWESTERN BELL TELEPHONE COMPANY
FOR APPROVAL OF RESALE AGREEMENT WITH RECONEX**

COMES NOW Southwestern Bell Telephone Company (SWBT) and hereby files this Application for Approval of Resale Agreement (the Agreement), pursuant to § 252(e) of the Telecommunications Act of 1996 (the Federal Act) and OAC 165:55-17-1, *et seq.*, between SWBT and Sterling International Funding d/b/a Reconex (Reconex), and states as follows:

I. Parties

Applicant is Southwestern Bell Telephone Company (SWBT), with its principal offices in Oklahoma located at 800 North Harvey, Oklahoma City, Oklahoma 73102.

II. Allegations of Fact.

Applicant presents to this Commission for approval a resale agreement negotiated and executed pursuant to the terms of the Federal Act (Agreement, Attachment II) and OAC 165:55-17-1, *et seq.* After weeks of intensive good faith negotiations addressing hundreds of complex issues involved in such an agreement, the parties executed the Resale Agreement between SWBT and Reconex on December 2, 1996, filed herewith, together with various